# BY-LAWS

OF THE

# PEABODY MUSEUM OF SALEM

1976

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# AN ACT

## To Incorporate the Trustees of the Peabody Academy of Science.

*Be it enacted, &c., as follows:*

Section 1. Asa Gray, of Cambridge, William C. Endicott, of Salem, George Peabody Russell, of Salem, Othniel C. Marsh, of New Haven, in the state of Connecticut, Henry Wheatland, of Salem, Abner C. Goodell, junior, of Salem, James R. Nichols, of Haverhill, and Henry C. Perkins, of Newburyport,—surviving persons named as trustees in an instrument of trust given to Francis Peabody and others by George Peabody, of London, on the twenty-sixth day of February, in the year eighteen hundred and sixty-seven,—together with S. Endicott Peabody, of Salem, and such other persons as shall be, in accordance with the terms of said instrument of trust, elected to fill any vacancies thereunder, are hereby made a corporation in the county of Essex, by the name of The Trustees of the Peabody Academy of Science, for the promotion of science and useful knowledge; with all the powers and privileges, and subject to all the duties and liabilities set forth in all general laws which now are or may



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hereafter be in force, and applicable to such corporations: *provided,* that they shall not be subject to any duties or liabilities inconsistent with said instrument of trust.

SECTION 2. Said corporation may hold, invest and control the money given by said George Peabody by the instrument of trust before mentioned, and any proceeds from the same; may assume, succeed to and carry out all contracts and agreements made by said trustees under said instrument of trust; and may hold real and personal estate to an amount not exceeding three hundred and fifty thousand dollars.

SECTION 3. Said corporation is hereby authorized to take and receive, by gift, grant, bequest, devise or otherwise, any lands, tenements or other estate, real or personal, to have and to hold the same for themselves and their successors, upon the terms and for the purposes specified in the instrument of trust aforesaid; and also upon such terms and for such purposes and trusts as may be expressed in any deed or instrument of conveyance, or gift, to them made: *provided,* the same shall not be inconsistent with the terms and purposes of the instrument of trust executed to them by the said George Peabody.

SECTION 4. Upon the dissolution of this corporation, its rights and properties shall be and vest in the aforesaid board of trustees, under said instrument of trust from George Peabody, subject only to be taken to pay the debts of the said corporation.

SECTION 5. This act shall take effect upon its passage.

*Approved April* 13, 1868.

ALEX H. BULLOCK.

# AN ACT

To change the Name of The Trustees of the Peabody Academy of Science to Peabody Museum of Salem and to authorize said Corporation to hold Additional Real and Personal Estate.

*Be it enacted, &c., as follows:*

Section 1. The name of the corporation created by chapter one hundred and nineteen of the acts of the year eighteen hundred and sixty-eight by the name of "The Trustees of the Peabody Academy of Science" is hereby changed to Peabody Museum of Salem.

Section 2. Under the new name said corporation shall hold all the property of whatever kind or nature now held under the old name, and any gift, devise or bequest heretofore or hereafter made to the said corporation under its old name shall inure to its benefit in the same manner as if the name had not been changed.

Section 3. Said corporation may hold real and personal estate to an amount not exceeding one million five hundred thousand dollars.

Section 4. So much of section two of chap-

ter one hundred and nineteen of the acts of the year eighteen hundred and sixty-eight as is inconsistent herewith is hereby repealed.

SECTION 5. This act shall take effect upon its passage.

*Approved March* 9, 1915.

DAVID I. WALSH.

# BY-LAWS

## OF THE

# PEABODY MUSEUM

# OF SALEM

## ARTICLE I

### Trustees

Section 1. *Number, Election and Term.* There shall be a Board of nine Trustees. The Trustees holding office at the time of the adoption of these amended By-Laws are:

LAWRENCE COOLIDGE
FRANCIS W. HATCH, JR.
RUSSELL W. KNIGHT
GEORGE LEWIS
AUGUSTUS P. LORING
MARY W. PINGREE
HENRY S. STREETER
RICHARD WHEATLAND, II
WALTER M. WHITEHILL

All vacancies in the Board of Trustees above constituted, by death, resignation or otherwise,

shall be filled, as soon as conveniently may be, by vote of the remaining Trustees.

A trustee shall cease to hold office at the annual meeting following his 70th birthday, provided that, in the case of Trustees in office on 8 December 1971, such date shall be the annual meeting following his 75th birthday.

Persons ceasing to be Trustees by reason of the foregoing provision shall become Honorary Trustees.

SECTION 2. *Powers.* The Board of Trustees shall have the management and entire control of the property and affairs of the corporation, and shall have and exercise all the powers of the corporation, except as otherwise provided by law.

SECTION 3. *Meetings.* Meetings of the Corporation shall be held on the second Saturday of April and third Saturday of October and the meeting in April shall be the Annual Meeting. Special meetings may be called by the Secretary by order of the President or in his absence by order of the Vice President or upon the request in writing of any two Trustees. At least seven days' notice by mail of every meeting shall be given by the Secretary to each member. Four Trustees shall constitute a quorum for the transaction of any business at any general or

special meeting of the Corporation but any number present, though less than a quorum, may adjourn a meeting to a later date.

SECTION 4. *Duties.* The Trustees shall keep a record of their doings and shall, annually, prepare a report setting forth the condition of the trust and funds, and the amount of income received and expended by them during the previous year. This report shall be signed by the Trustees and made public in such manner as they shall think expedient.

SECTION 5. *Compensation.* No Trustee shall receive any compensation for services.

## ARTICLE II

### HONORARY TRUSTEES

SECTION 1. *Election.* In addition to persons who are Honorary Trustees by reason of Section 1 of Article I hereof, the Trustees may, from time to time and for such term or terms or without limit as to time, elect such persons as they see fit as Honorary Trustees, including former Trustees who have ceased to serve as such prior to the dates specified in Section 1 of Article I.

SECTION 2. *Powers.* Honorary Trustees shall be entitled to notice of and to attend all

meetings of the Board of Trustees but shall not be entitled to vote thereat or to be counted towards a quorum. They may be designated to serve as members of any committee of the Board and, as such, shall have the same powers as Trustees.

## ARTICLE III

### Officers

Section 1. *Officers.* The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. All officers shall be elected at the Annual Meeting and shall hold office for one year and until their successors shall have been elected. The President and Vice President shall be Trustees. The Secretary and Treasurer may, but need not, be Trustees. The Secretary shall be a resident of Massachusetts. The Board of Trustees in its discretion may appoint one or more Assistant Secretaries or Assistant Treasurers to hold office at its pleasure.

Section 2. *President.* The President shall preside at all meetings of the Board of Trustees and shall be *ex officio* a member of all committees of the Board of Trustees. In the absence or during the incapacity of the Director, and of the Assistant Director if one be in office, the

President shall perform, or designate some person to perform, the duties of the Director.

SECTION 3. *Vice President.* The Vice President in the absence or disability of the President may exercise the powers of the President and shall perform such other duties as shall be imposed upon him by the Board of Trustees.

SECTION 4. *Treasurer.* The Treasurer shall have the custody of the funds and securities of the Corporation and shall collect and receive all moneys that may be due to it. He shall keep books of account in which shall be entered all receipts and disbursements and all financial transactions of the Corporation, which books shall at all reasonable times be open to the examination of any Trustee. He shall pay all bills of the Corporation which have been duly approved. He shall make annual reports to the Trustees of the financial condition of the Corporation, and such other reports as may from time to time be required by law or by the Trustees.

SECTION 5. *Secretary.* The Secretary shall attend all meetings of the Trustees and shall record all votes and the minutes of all proceedings in a book or books to be kept for this purpose. He shall have, exercise and perform such other powers and duties as may herein from

time to time be assigned to him by the Trustees. In case of the absence, disability or failure to act of the Secretary at any meeting of the Trustees a temporary Secretary may be chosen. The Secretary and any temporary Secretary shall be sworn to the faithful performance of their duties.

## ARTICLE IV

### Committees

Section 1. *General.* The Finance Committee and Museum Committee shall be Standing Committees of the Corporation, the members of which, other than those designated as acting *ex officiis*, shall be elected at the Annual Meeting and shall hold office for one year and until their successors shall have been elected. The Board of Trustees at any meeting may create such other committee or committees as it sees fit, fix its duties, elect its members and designate their terms or authorize the President to designate its members and their terms.

Section 2. *Finance Committee.* The Finance Committee shall consist of the President and Treasurer, acting *ex officiis*, and two of the Trustees. It shall have power to invest and reinvest the funds of the Corporation and all property of the Corporation held as an invest-

ment, and subject to the direction of the Trustees shall have control of the financial affairs of the Corporation. Approval of any sales or purchases of securities by the Finance Committee shall be sufficiently evidenced by a writing signed by any two members of the Committee.

SECTION 3. *Museum Committee.* The Museum Committee shall consist of the President, the Director of the Museum, the Assistant Director of the Museum, one Curator other than the Director or Assistant Director and to be designated by the Director, all acting *ex officiis*, and at least three of the Trustees. Subject to the direction of the Trustees, the Museum Committee shall have overall charge of the work and arrangement of the Museum and of the collections therein; it shall arrange for the acquisition, acceptance or disposal of items for or from the collections to the extent the same are not within the powers of the Director; it shall approve for payment or disapproval all bills of the Museum which are not within the power of the Director to approve; it shall approve such plans and expenditures within the budget as the Director may from time to time propose for its consideration. The Museum Committee shall meet once in each month except in July, August and September at such time as shall be determined by the members of the Committee,

and at such other times as the Committee may determine.

## ARTICLE V

### Director of the Museum

Section 1. *Selection, Powers and Duties.* The Director of the Museum shall be elected by the Trustees and shall hold office at the pleasure of the Trustees and upon such terms as may be specified by them. He shall, subject to the general direction of the Board of Trustees, exercise general supervision, direction and control of the current and ordinary affairs of the Corporation and shall have charge of the Museum and of the collections therein contained and the arrangement, care and use of the collections. As such he shall arrange for the acquisition, acceptance or disposal of items for or from the collections within the limits or guidelines from time to time established by the Museum Committee. He shall attend to all correspondence relative to the affairs of Museum and the collections, and shall have general supervision of the work of the Assistant Director and of the Curators and also of all other employees and staff, whether paid or unpaid, of the Museum. He shall approve for payment or disapprove all routine bills for services and supplies furnished the Museum so long as the same

are not in excess of the amounts provided therefor in the budget. He shall arrange for such activities as shall seem to him desirable and shall have charge of publicity. He shall render a report to the Trustees at the Annual Meeting of the work that has been done during the year, the condition of the Museum, and such other matters as he may wish to bring before the Trustees. The Director may select an Assistant Director, who shall be subject to confirmation by the Trustees, to hold office upon such terms as may be specified by him and so confirmed. The Assistant Director shall perform such duties in aid of the Director as may be assigned to him by the Director, and in the absence of the Director shall perform his duties.

The Curators shall be employed by the Director and shall be assigned by him to special departments. They shall have charge respectively of the departments assigned to them, subject to the supervision of the Director.

## ARTICLE VI

### General

Section 1. *Appropriations.* Appropriations for the several objects of the Corporation shall be made for the next year at the Semi-Annual Meeting in October.

SECTION 2. *Bonds.* The Board of Trustees may require any officer, agent, or employee of the Corporation to file with the Corporation a satisfactory bond conditioned for faithful performance of his duties.

SECTION 3. *Execution of Documents.* All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by such officers, agents or employees and in such a manner as the Board of Trustees shall from time to time direct by resolution.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or any Vice President, and the Secretary, or any Assistant Secretary, may execute the same in the name and behalf of this Corporation. The Board of Trustees shall have power to designate the officers and agents who shall have authority to execute any instrument or class of instruments in behalf of this Corporation.

SECTION 4. *Liquidation.* Upon any liquidation or winding up of the affairs of the Corporation its entire assets remaining after providing for the payment of its debts and obligations shall be conveyed, transferred and set over outright to and among such entities entitled to exemption from federal income taxes under 501 (C)

(3) of the Internal Revenue Code, as from time to time amended, in such proportions and in such manner as a majority of the total number of Trustees of the Corporation may by vote determine.

SECTION 5. *Fiscal Year.* The fiscal year of the Corporation shall end September 30 in each year.

## ARTICLE VII

Each officer elected by the Trustees pursuant to Section 1 of Article III and Section 1 of Article V and each Trustee shall be indemnified by this Corporation against any cost, expense (including attorney's fees), judgment and/or liability reasonably incurred by or imposed upon him in connection with any action, suit or proceeding (including any proceeding before any administrative or legislative body or agency), to which he may be made a party or otherwise involved or with which he shall be threatened, by reason of his being a Trustee or officer (whether or not he continues to be a Trustee or officer at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that

his action was in the best interests of this Corporation; in the event of settlement of any action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which this Corporation is advised by independent counsel (who may be the counsel regularly employed by the Corporation) that such Trustee or officer, in the opinion of such counsel, acted in good faith in the reasonable belief that his action was in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to any rights to which any Trustee or officer may otherwise be entitled and shall inure to the benefit of the heirs, executors or administrators of each such Trustee or officer. The Corporation may pay the expenses incurred by a Trustee or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification as provided in this Article.

## ARTICLE VIII

In the absence of fraud or bad faith, no contract or transaction by this Corporation shall

be void, voidable or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its officers, Trustees, or employees, or (b) with a corporation, organization or other concern in which an officer, Trustee or employee of this Corporation is an officer, director, stockholder, employee or in any way interested. The provisions of this Article shall apply notwithstanding the fact that the presence of a director or Trustee with whom a contract or transaction is made or entered into or who is an officer, director, stockholder or employee of a corporation, organization or other concern with which a contract or transaction is made or entered into or who is in any way interested in such contract or transaction, was necessary to constitute a quorum at a meeting of the Board of Trustees (or any authorized committee thereof) at which such contract or transaction was authorized and/or that the vote of such Trustee was necessary for the adoption of such contract or transaction, provided that if said interest was material, *it shall have been known or disclosed to the Trustees voting at said meeting on said contract or transaction* and the minutes of the action taken shall reflect such disclosure. A general notice to any person voting on said contract or transaction that an officer or Trustee has a material

interest in any corporation, organization or other concern shall be sufficient disclosure as to such officer or Trustee with respect to all contracts and transactions with such corporation, organization or other concern.

## ARTICLE IX

### Amendments

Section 1. *Amendments.* These By-Laws may be amended at any regular or special meeting of the Corporation by the favorable vote of the majority of the Trustees then in office provided the notice of such meeting contains the proposed amendment.

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